

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re: FIELDWOOD ENERGY LLC, et al., Debtors.¹	§ § § § § § §	Chapter 11 Case No. 20-33948 (MI) (Jointly Administered)
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**DEBTORS' SECOND AMENDED WITNESS AND
EXHIBIT LIST FOR HEARING ON JUNE 18, 2021**

Fieldwood Energy LLC and its debtor affiliates in the above-captioned chapter 11 cases, as debtors and debtors in possession (collectively, the “**Debtors**”), file this second amended witness and exhibit list (the “**Second Amended Witness and Exhibit List**”) for the video/telephonic hearing (the “**Hearing**”) to consider the *Fourth Amended Joint Chapter 11 Plan of Fieldwood Energy LLC and Its Affiliated Debtors* (ECF No. 1284) (including any exhibits and schedules thereto and as may be further amended, supplemented, or modified, the “**Plan**”) scheduled to begin **June 18, 2021 at 9:30 a.m. (Prevailing Central Time)** before the Honorable Marvin Isgur at the United States Bankruptcy Court for the Southern District of Texas.

WITNESSES

The Debtors may call any of the following witnesses at the Hearing:

1. Michael T. Dane, Senior Vice President and Chief Financial Officer,

Fieldwood Energy LLC;

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, as applicable, are: Dynamic Offshore Resources NS, LLC (0158); Fieldwood Energy LLC (6778); Fieldwood Energy Inc. (4991); Fieldwood Energy Offshore LLC (4494); Fieldwood Onshore LLC (3489); Fieldwood SD Offshore LLC (8786); Fieldwood Offshore LLC (2930); FW GOM Pipeline, Inc. (8440); GOM Shelf LLC (8107); Bandon Oil and Gas GP, LLC (9172); Bandon Oil and Gas, LP (9266); Fieldwood Energy SP LLC (1971); Galveston Bay Pipeline LLC (5703); and Galveston Bay Processing LLC (0422). The Debtors’ primary mailing address is 2000 W. Sam Houston Parkway S., Suite 1200, Houston, TX 77042.

2. Jon Graham;
3. John-Paul Hanson, Managing Director, Houlihan Lokey Capital, Inc.;
4. Clayton Gring, Managing Director, AlixPartners, LLP;
5. ***Marc Brown, Managing Director, AlixPartners, LLP;***
6. ***Alex Orchowski, Director of Global Corporate Actions, Prime Clerk LLC;***
7. Any witness called or listed by any other party; and
8. Any rebuttal witnesses.

EXHIBITS

The Debtors may offer into evidence any one or more of the following exhibits:

EXHIBIT NO.	DESCRIPTION	OFFERED	OBJECTION	ADMITTED	DATE
1.	Notice of Filing of Solicitation Versions of Plan and Disclosure Statement, ECF No. 1287, dated 04/15/21				
2.	Disclosure Statement for Fourth Amended Joint Chapter 11 Plan of Fieldwood Energy LLC and its Affiliated Debtors, ECF No. 1285, dated 04/15/21				
3.	Solicitation Version of Fourth Amended Joint Chapter 11 Plan of Fieldwood Energy LLC and Its Affiliated Debtors, Exhibit A to Disclosure Statement, ECF No. 1285-1, dated 04/15/21				
4.	Leases, Rights of Way and Rights of Use and Easement Related to Purchased Oil & Gas Lease Interests, Exhibit B to Disclosure Statement, ECF No. 1285-1, dated 04/15/21				

EXHIBIT NO.	DESCRIPTION	OFFERED	OBJECTION	ADMITTED	DATE
5.	Leases, Rights of Way and Rights of Use and Easement Related to FWE I Oil & Gas Lease Interests, Exhibit C to Disclosure Statement, ECF No. 1285-1, dated 04/15/21				
6.	Leases, Rights of Way and Rights of Use and Easement Related to FWE III Oil & Gas Lease Interests, Exhibit D to Disclosure Statement, ECF No. 1285-1, dated 04/15/21				
7.	Leases, Rights of Way and Rights of Use and Easement Related to FWE IV Oil & Gas Lease Interests, Exhibit E to Disclosure Statement, ECF No. 1285-1, dated 04/15/21				
8.	Leases, Rights of Way and Rights of Use and Easement Related to Abandoned Properties, Exhibit F to Disclosure Statement, ECF No. 1285-1, dated 04/15/21				
9.	Plan Release Provisions, Exhibit G to Disclosure Statement, ECF No. 1285-1, dated 04/15/21				
10.	Credit Bid Purchase Agreement, Exhibit H to Disclosure Statement, ECF No. 1285-1, dated 04/15/21				
11.	First Lien Exit Facility Commitment Letter, Exhibit I to Disclosure Statement, ECF No. 1285-1, dated 04/15/21				
12.	Second Lien Exit Facility Term Sheet, Exhibit J to Disclosure Statement, ECF No. 1285-1, dated 04/15/21				
13.	Apache Term Sheet Implementation Agreement, Exhibit K to Disclosure Statement, ECF No. 1285-1, dated 04/15/21				
14.	Organizational Chart, Exhibit L to Disclosure Statement, ECF No. 1285-1, dated 04/15/21				
15.	Liquidation Analysis, Exhibit M to				

EXHIBIT NO.	DESCRIPTION	OFFERED	OBJECTION	ADMITTED	DATE
	Disclosure Statement, ECF No. 1285-1, dated 04/15/21				
16.	Valuation Analysis, Exhibit N to Disclosure Statement, ECF No. 1285-1, dated 04/15/21				
17.	Financial Projections, Exhibit O to Disclosure Statement, ECF No. 1285-1, dated 04/15/21				
18.	Chevron Term Sheet, Exhibit P to Disclosure Statement, ECF No. 1285-1, dated 04/15/21				
19.	Notice of Filing of Plan Supplement in Connection with Fourth Amended Joint Chapter 11 Plan of Fieldwood Energy LLC and its Affiliated Debtors with exhibits (“ Plan Supplement ”), ECF No. 1394, dated 05/26/21				
20.	Notice of Filing of Amended Plan Supplement in Connection with Fourth Amended Joint Chapter 11 Plan of Fieldwood Energy LLC and its Affiliated Debtors (the “ Amended Plan Supplement ”), ECF No. 1562, dated 06/15/21				
21.	Amended Organizational Documents, Exhibit A to Amended Plan Supplement, ECF No. 1562-1, dated 06/15/21				
22.	Required Disclosures Under Section 1129(a)(5) [To Come], Exhibit B Amended Plan Supplement, ECF No. 1562-1, dated 06/15/21				
23.	Schedule of Retained Causes of Action, Exhibit C to Amended Plan Supplement, ECF No. 1562-1, dated 06/15/21				
24.	Schedule of Assumed Contracts, Exhibit D to Amended Plan Supplement, ECF No. 1562-1,				

EXHIBIT NO.	DESCRIPTION	OFFERED	OBJECTION	ADMITTED	DATE
	dated 06/15/21				
25.	Plan Administrator Agreement, Exhibit E to Amended Plan Supplement, ECF No. 1562-1, dated 06/15/21				
26.	Credit Bid Purchase Agreement, Exhibit F to Amended Plan Supplement, ECF No. 1562-1, dated 06/15/21				
27.	NewCo Organizational Documents, Exhibit G to Amended Plan Supplement, ECF No. 1562-1, dated 06/15/21				
28.	Apache Definitive Documents, Exhibit H to Amended Plan Supplement, ECF No. 1562-1, dated 06/15/21				
29.	First Lien Exit Facility Agreement, Exhibit I to Amended Plan Supplement, ECF No. 1562-2, dated 06/15/21				
30.	Second Lien Exit Facility Agreement, Exhibit J to Amended Plan Supplement, ECF No. 1562-2, dated 06/15/21				
31.	New Intercreditor Agreement [To Come], Exhibit K to Amended Plan Supplement, ECF No. 1562-2, dated 06/15/21				
32.	New Money Warrant Agreement, Exhibit L to Amended Plan Supplement, ECF No. 1562-2, dated 06/15/21				
33.	GUC Warrant Agreement, Exhibit M to Amended Plan Supplement, ECF No. 1562-2, dated 06/15/21				
34.	Additional Predecessor Agreements, Exhibit N to Amended Plan Supplement, ECF No. 1562-2, dated 06/15/21				
35.	Oil and Gas Lease Schedules, Exhibit O to Amended Plan Supplement, ECF No. 1562-2,				

EXHIBIT NO.	DESCRIPTION	OFFERED	OBJECTION	ADMITTED	DATE
	dated 06/15/21				
36.	Fifth Amendment to Decommissioning Agreement, FWE-0038569, dated 04/11/18 <i>[filed under seal]</i>				
37.	Disclosure Statement Order, ECF No. 1286, dated 04/15/21				
38.	Order (I) Authorizing the Debtors to Enter into Backstop Commitment Letter, (II) Approving All Obligations Thereunder, and (III) Granting Related Relief, ECF No. 1248, dated 04/09/21				
39.	Order (I) Approving Rights Offering Procedures and Related Forms (II) Authorizing Debtors to Conduct Rights Offerings in Connection with Debtors' Plan of Reorganization, (III) Authorizing Entry Into Equity Backstop Commitment Agreements, (IV) Approving Obligations Thereunder, and (V) Granting Related Relief, ECF No. 1410, dated 05/28/21				
40.	Notice of Filing of Executed Term Sheet By and Between the Debtors and ENI Petroleum US LLC, ECF No. 1368, dated 05/12/21				
41.	Notice of Filing of Executed Term Sheet By and Between the Debtors and Hunt Oil Company and its Subsidiaries with exhibits, ECF No 1392, dated 05/24/21				
42.	Notice to Contract Parties to Executory Contracts and Unexpired Leases of the Schedule of Assumed Contracts and Cure Amounts, ECF No. 1395, dated 05/27/21				

EXHIBIT NO.	DESCRIPTION	OFFERED	OBJECTION	ADMITTED	DATE
43.	Notice of Entry of Amended Order (I) Approving Disclosure Statement and Form and Manner of Notice of Disclosure Statement Hearing; (II) Establishing Solicitation and Voting Procedures; (III) Scheduling Confirmation Hearing; (IV) Establishing Notice and Objection Procedures for Confirmation of the Proposed Plan; (V) Approving Notice and Objection Procedures for the Assumption of Executory Contracts and Unexpired Leases; (VI) Approving Procedures for Objections to the Assignment and Transfer of Property of the Estates; and (VII) Granting Related Relief, ECF No. 1290, dated 04/15/21				
44.	Notice of Filing of Second Amended Schedule of Assumed Contracts and Cure Amounts, ECF No. 1549, dated 05/11/21				
45.	Declaration of Alex Orchowski of Prime Clerk LLC Regarding Solicitation of Votes and Tabulation of Ballots Cast on the Fourth Amended Joint Chapter 11 Plan of Fieldwood Energy LLC and its Affiliated Debtors, ECF No. 1521 (the “ Voting Declaration ”), dated 06/07/21				
46.	Report of Tabulated Ballots, Exhibit A to the Voting Declaration, ECF No. 1521, dated 06/07/21				
47.	Report of Excluded Ballots, Exhibit B to the Voting Declaration, ECF No. 1521, dated 06/07/21				
48.	Affidavit of Service of Solicitation Materials with exhibits (the “ Solicitation Service Affidavit ”), ECF No. 1309-7, dated 04/23/21				

EXHIBIT NO.	DESCRIPTION	OFFERED	OBJECTION	ADMITTED	DATE
49.	Letter from the Official Committee of Fieldwood Energy LLC to Class 6A and Class 6B, Exhibit A to Solicitation Service Affidavit, ECF No. 1309-7 dated 04/23/21				
50.	Declaration of Michael Dane in Support of Debtors' Chapter 11 Petitions and First Day Relief, ECF No. 29, dated 08//04/20				
51.	Declaration of Michael Dane in Support of Confirmation of the Fourth Amended Joint Chapter 11 Plan of Fieldwood Energy LLC and its Affiliated Debtors, ECF No. 1558, dated 06/14/21				
52.	Declaration of John-Paul Hanson in Support of Confirmation of the Debtors' Fourth Amended Joint Chapter 11 Plan of Fieldwood Energy LLC and its Affiliated Debtors, ECF No. 1556, dated 06/14/21 <i>[exhibits previously filed with redactions]</i>				
53.	Declaration of Clayton Gring in Support of Confirmation of the Fourth Amended Joint Chapter 11 Plan of Fieldwood Energy LLC and its Affiliated Debtors, ECF No. 1580, dated 06/16/21				
54.	Declaration of Marc J. Brown in Support of Debtors' Fourth Amended Joint Chapter 11 Plan of Fieldwood Energy LLC and It's Affiliated Debtors, ECF No. 1555, dated 06/14/21 <i>[exhibits previously filed with redactions]</i>				
55.	Letter from D. Grzyb to R. Russell re: Surety: Everest Reinsurance Company, dated 04/16/21				

EXHIBIT NO.	DESCRIPTION	OFFERED	OBJECTION	ADMITTED	DATE
56.	P&A Detail File.xlsx, FWE-0000011 [<i>filed under seal</i>]				
57.	Ongoing Trade Agreement for Unsecured Trade Creditor, FWE-0047929				
58.	Instruction for Assignment of Record Title Interest in Federal OCS Oil and Gas Lease (Form BOEM-0150) and Assignment of Operating Rights Interest (Form BOEM-0151), dated 01/2020				
59.	BHP Financial Results Half Year Ended 31 December 2020, FWE-0038903, dated 02/16/21				
60.	BP Midstream Partners LP Form 10-K, dated 02/27/20				
61.	Exxon Mobil Corp Form 10-K, FWE-0039953, dated 02/24/21				
62.	Hess Corp Form 10-K, FWE-0040076, dated 03/01/21				
63.	Freeport-McMoRan Inc. Form 10-K, FWE-0038944, dated 02/02/21				
64.	Apache Corporation Form 10-K, dated 02/26/21				
65.	Eni Annual Report 2020, FWE-0039576, dated 04/02/21				
66.	Fieldwood Energy 13-Week DIP Budget Forecast, dated 06/09/21				
67.	FWE I Model_2021.4.13_2200 5.1 edit.xlsx, FWE-0037606 [<i>filed under seal</i>]				

EXHIBIT NO.	DESCRIPTION	OFFERED	OBJECTION	ADMITTED	DATE
68.	FWE Restructuring Update, FWE-0037963, dated 08/20/20 <i>[filed under seal]</i>				
69.	Fieldwood Energy LLC, et al. Intercompany Matrix.xlsx, FWE-0037992, dated 07/31/20 <i>[filed under seal]</i>				
70.	FWI 12.31.20 Financial Statements and consolidating trial balance.xlsx, FWE-0037993, dated 12/31/20 <i>[filed under seal]</i>				
71.	NewCo Opportunity Overview + Strategic Considerations, FWE-0037994, dated 09/30/20 <i>[filed under seal]</i>				
72.	NewCo Unencumbered Analysis, FWE-0038042 <i>[filed under seal]</i>				
73.	UCC Request TB 12172020 1455.xlsx, FWE-0038043 <i>[filed under seal]</i>				
74.	Wind Down Analysis Summary.xlsx, FWE-0038044 <i>[filed under seal]</i>				
75.	Field Summary.xlsx, FWE-0045403 <i>[filed under seal]</i>				
76.	Standby Letter of Credit No. DBS-20280 for Beneficiary Apache Corporation, dated 09/30/13				
77.	Standby Letter of Credit No. 839BGC1500968 for Beneficiary Apache Corporation, dated 11/12/15				
78.	Standby Letter of Credit No. 839BGC1500969 for Beneficiary Apache Corporation, dated 11/12/15				

EXHIBIT NO.	DESCRIPTION	OFFERED	OBJECTION	ADMITTED	DATE
79.	Standby Letter of Credit No. 839BGC1500970 for Beneficiary Apache Corporation, dated 11/12/15				
80.	Amendment to Standby Letter of Credit No. DBS-20280 for Beneficiary Apache Corporation, dated 11/12/15				
81.	Standby Letter of Credit No. 839BGC1600430 for Beneficiary Apache Corporation, dated 05/23/16				
82.	Participation Agreement between Deutsche Bank AG New York Branch and HCC International Insurance Company PLC, dated 04/27/16				
83.	Payment Bond for Bond No. ES00001441, dated 08/30/18				
84.	Performance Bond for Bond No. LPM9181831, dated 11/9/15				
85.	Performance Bond for Bond No. LPM9181832, dated 11/9/15				
86.	Performance Bond for Bond No. LPM9181833, dated 11/9/15				
87.	Performance Bond for Bond No. LPM9181834, dated 11/9/15				
88.	Payment Bond for Bond No. PB03251500040, dated 09/27/18				
89.	BP OTP – FW_Transition Plan_BP_2021.xlsx				

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90.	McMoRan OTP – FW_Transition Plan_McMoRan_2021.xlsx				
91.	LLOG OTP – FW_Transition Plan_LLOG_2021 (1).xlsx				
92.	Hess OTP – FW_Transition Plan_Hess_2021.xlsx				
93.	Notice of Execution of Bonding Commitment Letter by and between Fieldwood Energy LLC and U.S. Specialty Insurance Company, ECF No. 1585, dated 06/16/21				
94.	Email regarding “BSEE Areas of Concern,” FWE-0000001, dated 02/25/21 [<i>filed under seal</i>]				
95.	BSEE Infrastructure Concerns, attachment to Email regarding “BSEE Areas of Concern,” FWE-0000002 [<i>filed under seal</i>]				
96.	Email from L. Herbst to J. Seeger regarding “BSEE Areas of Concern,” FWE-0000003, dated 02/26/21 [<i>filed under seal</i>]				
97.	Email regarding “Agreed Activity and BSEE Areas of Concern,” FWE-0000004, dated 03/05/21 [<i>filed under seal</i>]				
98.	BSEE Infrastructure Concerns FW comments.xlsx, attachment to Email regarding “Agreed Activity and BSEE Areas of Concern,” FWE-0000005 [<i>filed under seal</i>]				
99.	Agreed Activity List vF.pdf, attachment to Email regarding “Agreed Activity and BSEE				

EXHIBIT NO.	DESCRIPTION	OFFERED	OBJECTION	ADMITTED	DATE
	Areas of Concern,” FWE-0000006 [<i>filed under seal</i>]				
100.	Second Declaration of Clayton Gring in Support of Confirmation of the Fourth Amended Joint Chapter 11 Plan of Fieldwood Energy LLC and its Affiliated Debtors, ECF No. 1643, dated 06/16/21				
101.	Fieldwood Energy Summary of Claims, FWE-0045282, dated 12/20 [<i>filed under seal</i>]				
102.	Joint Operating Agreement by and between Noble Energy Inc. and Samson Offshore Company, dated 07/01/06				
103.	Ratification and Third Amendment to the MC 948 Unit Operating Agreement, dated 01/08/19				
104.	Notice of Filing of Second Amended Plan Supplement in Connection With Fourth Amended Joint Chapter 11 Plan of Fieldwood Energy LLC and its Affiliated Debtors, ECF No. 1587, dated 06/16/21				
105.	Fifth Amended Joint Chapter 11 Plan of Fieldwood Energy LLC and Its Affiliated Debtors, ECF No. 1629, dated 06/16/21				
106.	Surety Bonds Summary				
107.	John-Paul Hanson Demonstrative, dated 06/21				
108.	Sources and Uses, dated 06/16/21				

EXHIBIT NO.	DESCRIPTION	OFFERED	OBJECTION	ADMITTED	DATE
109.	Any pleading or other document filed with the Court on the docket of the above-captioned chapter 11 cases				
110.	Any exhibit necessary to rebut the evidence or testimony of any witness offered or designated by any other party				

The Debtors reserve the right to amend or supplement the Second Amended Witness and Exhibit List at any time prior to the Hearing.

Dated: June 17, 2021
Houston, Texas

Respectfully Submitted,

/s/ Alfredo r. Pérez
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*Attorneys for Debtors and Debtors in
Possession*

Certificate of Service

I hereby certify that on June 17, 2021, a true and correct copy of the foregoing document was served by the Electronic Case Filing System for the United States Bankruptcy Court for the Southern District of Texas.

/s/ Alfredo r. Pérez

Alfredo R. Pérez